

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

IN RE MBNA CORP.
ERISA LITIGATION

C.A. No. 05-429-GMS
CONSOLIDATED

STIPULATION AND ORDER

WHEREAS pursuant to the April 25, 2008 telephonic discovery conference with the Court in this action and in *In re MBNA Corp. Securities Litigation*, No. 05-272-GMS (the “Securities Action”), the parties have conferred and agreed upon a schedule for the taking of the remaining depositions that were discussed with the Court during that conference;

WHEREAS under the Amended Scheduling Order dated February 19, 2008, the close of fact discovery in this action was May 13, 2008;

WHEREAS the parties have agreed to a schedule for the taking of the previously noticed depositions of William Milstead and Richard Fucci after the close of fact discovery, and anticipate that both of those depositions will be completed on or before June 5, 2008;

WHEREAS plaintiffs in the Securities Action also want to notice a deposition of Ernst & Young pursuant to Federal Rule of Civil Procedure 30(b)(6) for after the close of fact discovery, and anticipate that they will be able to schedule and take the deposition of Ernst & Young on or before June 15, 2008;

WHEREAS defendants have agreed not to oppose the deposition of Ernst & Young proceeding after the close of fact discovery;

WHEREAS the plaintiffs in this action have also agreed not to oppose the deposition of Ernst & Young proceeding after the close of fact discovery; and

WHEREAS permitting these three additional depositions to proceed after the close of fact discovery will not affect the date on which summary judgment motions will be fully briefed or any of the subsequent deadlines set forth in the existing Scheduling Order;

NOW THEREFORE, IT IS HEREBY STIPULATED AND AGREED, subject to the approval and order of the Court, that the Amended Scheduling Order dated February 19, 2008 is hereby modified as follows:

1. The depositions of Mr. Milstead and Mr. Fucci may be taken after the close of fact discovery.
2. The deposition of Ernst & Young may be taken after the close of fact discovery.
3. These additional depositions shall be completed on or before June 15, 2008.

/s/ Jeffrey S. Goddess

Jeffrey S. Goddess (No. 630)
Jessica Zeldin (No. 3558)
ROSENTHAL, MONHAIT
& GODDESS, P.A.
919 Market Street, Suite 1401
P.O. Box 1070
Wilmington, DE 19899-1070
(302) 656-4433

Michael Jaffe
Mark C. Rifkin
Matthew M. Guiney
WOLF HALDENSTEIN ADLER
FREEMAN & HERZ LLP
270 Madison Avenue
New York, NY 10016
(212) 545-4600

Attorneys for Plaintiffs

/s/ Michele Sherretta Budicak

Richard H. Morse (No. 531)
Michele Sherretta Budicak (No. 4651)
YOUNG, CONAWAY, STARGATT
& TAYLOR, LLP
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, DE 19899-0391
302-571-6600
mbudicak@ycst.com

Of Counsel:

Richard J. Urowsky
Richard C. Pepperman, II
Stacey R. Friedman
Ryan C. Williams
SULLIVAN & CROMWELL LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

Attorneys for Defendants

Dated: May 15, 2008

SO ORDERED, this ____ day of May, 2008.

Chief United States District Judge